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RECORDAT ON NO. \_\_\_\_\_ Filed & Recorded

JUN 27 1973 -9 10 AM

ALLTANK EQUIPMENT CORP.

MASSACHUSETTS COMMERCE COMMISSION

To

THE NATIONAL SHAWMUT BANK OF BOSTON,

as Trustee

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FIRST SUPPLEMENTAL INDENTURE

Dated as of June 15, 1973

To

INDENTURE OF MORTGAGE

and

DEED OF TRUST

Dated as of July 15, 1972

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7% Series A Notes  
7.9% Series B Notes

First Supplemental Indenture dated as of June 15, 1973, between Allitank Equipment Corp., a Delaware corporation (the "Company") and The National Shawmut Bank of Boston, as Trustee (said Trustee and any successor thereto being herein called the "Trustee").

WHEREAS, in order to secure certain indebtedness the Company has by an Indenture of Mortgage and Deed of Trust dated as of July 15, 1972 (the "Indenture") mortgaged, conveyed and assigned to the Trustee (subject to the rights of Allied Chemical Corporation under the lease hereinafter referred to) the railroad tank cars and railroad hopper cars ("Cars") which are at any time and from time to time acquired by the Company from Allied Chemical Corporation ("Allied") and leased to Allied under a certain Railroad Equipment Lease and Agreement dated as of July 15, 1972 ("Assigned Lease");

WHEREAS, the Company has acquired certain additional items of railroad rolling stock which are of the same character as the Cars (the "Substituted Cars") and the Company and Allied have executed and delivered a supplement to the Assigned Lease in the form of Annex A hereto wherein the Substituted Cars have been made subject to the Assigned Lease in substitution for certain other cars originally included therein;

WHEREAS, the Company and the Trustee desire to amend the Indenture to subject the Substituted Cars to the lien thereof for the benefit and security of the indebtedness secured thereby; and

WHEREAS, the Company has performed or caused to be performed all things necessary to make this First Supplemental Indenture a valid mortgage and deed of trust of the property referred to herein, and the execution and delivery of this First Supplemental Indenture has been duly authorized in all respects:

NOW, THEREFORE, THIS FIRST SUPPLEMENTAL INDENTURE WITNESSETH: That the Company in consideration of the premises and for the purposes set forth in the Indenture has executed and delivered this First Supplemental Indenture and has granted, bargained, sold, warranted, aliened, demised, released, conveyed, assigned, transferred, mortgaged, hypothecated, deposited, pledged, set over and confirmed and by these presents does grant, bargain, sell, warrant, alien, demise, release, convey, assign, transfer, mortgage, hypothecate, deposit, pledge, set over and confirm unto the Trustee, and to its successors in the trust hereby created and assigns forever, all its estate, right, title and interest in, to and under any and all of the following described property:

(i) the 22 railroad tank cars listed and described in Annex A hereto, subject to the rights of Allied under the Assigned Lease as supplemented, and

(ii) the Supplement to Assigned Lease;

to be held by the Trustee upon and subject to the covenants, conditions, uses and Trusts set forth in the Indenture.

IN WITNESS WHEREOF the parties hereto have caused this First Supplemental Indenture to be duly executed by their respective officers thereunto duly authorized, as of the day and year first above written.

ALLTANK EQUIPMENT CORP.

By W. W. Moore  
Vice President

Attest:

W. W. Moore  
Assistant Secretary

The National Shawmut Bank of Boston,  
as Trustee

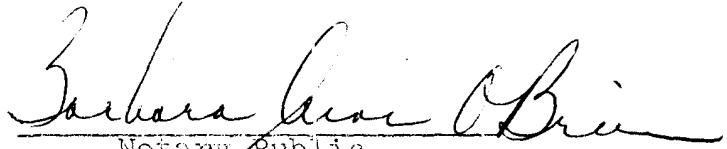
By M. H. Smith  
Vice President

Attest:

M. H. Smith  
Assistant Secretary

STATE OF NEW YORK    }  
COUNTY OF NEW YORK } ss.:

On this 20<sup>th</sup> day of JUNE, 1973, before me personally came WILLIAM W. MOORE to me known, who being by me duly sworn, did depose and say that he resides at 119 MIDLAND AVENUE, BRONXVILLE, N.Y. 10708; that he is a Vice President of Alltank Equipment Corp., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the directors of said corporation; and that he signed his name thereto by like order.

  
Notary Public

BARBARA ANN O'BRIEN  
Notary Public, State of New York  
No. 41-317273  
Qualified in New York  
Cert. Filed with N.Y. State Sec. Reg.  
Commission Expires 12-12-1974

[Seal]

Commonwealth of Massachusetts } ss.:  
County of Suffolk

On this 22<sup>nd</sup> day of June 1973, before me, *Clinton W. Cushman*  
a notary public in and for the Commonwealth, personally in said  
County and Commonwealth appeared *N. S. F. CARTER* and  
*F. A. RITCHIE* to me personally known to be a Vice President  
and an Assistant Secretary, respectively, of THE NATIONAL SHAW-  
MUT BANK of BOSTON, a national banking association, one of the  
parties named in and executing the foregoing instrument, who  
produced said instrument to me in said County and Commonwealth  
aforesaid and who, by me being duly sworn, did severally depose,  
say and act, on their several oaths, in said County and Common-  
wealth aforesaid, that said corporation executed said instrument;  
that they know the seal of said corporation; that the affixed  
seal to said instrument is the corporate seal of said corporation;  
that they, being informed of the contents of said instrument,  
signed and sealed said instrument and that they executed the  
same in the name and on behalf of said corporation by order,  
authority and resolution of its Board of Directors and that  
they signed their names thereto by like order; that they ex-  
ecuted the same as, and said instrument is, their free and  
voluntary act and deed and the free and voluntary act and deed  
of said corporation for the consideration, uses and purposes  
therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal in the County and Commonwealth afore-  
said on the day and year above written.

*Clinton W. Cushman*  
Notary Public  
CLINTON W. CUSHMAN

My Commission Expires Sep. 27, 1979

[Seal]

Annex A to First  
Supplemental Indenture  
Dated as of June 15, 1973

SUPPLEMENT TO  
RAILROAD EQUIPMENT LEASE AND AGREEMENT

THIS SUPPLEMENT TO LEASE AND AGREEMENT, dated as of June 15, 1973, between ALLTANK EQUIPMENT CORP., a Delaware corporation ("Lessor"), having an address in care of Hubbard, Westervelt & Mottelay, Inc., One Liberty Plaza, New York, New York 10006, and ALLIED CHEMICAL CORPORATION, a New York corporation ("Lessee"), with a principal office at Columbia Road and Park Avenue, Morris Township, New Jersey and post office address at P. O. Box 1219R, Morristown, New Jersey 07960.

WHEREAS, Lessor and Lessee have entered into a Railroad Equipment Lease and Agreement dated as of July 15, 1972 (the "Lease") whereby Lessor has leased to Lessee certain railroad cars listed and described in Exhibit A to the Lease; and

WHEREAS, on the date of the delivery hereof Lessor has sold to Lessee certain additional railroad cars which Lessee desires to lease from Lessor in substitution for certain Cars presently subject to the Lease, as provided in Section 15 of the Lease;

NOW, THEREFORE, for and in consideration of the payments stipulated in the Lease to be made by Lessee, and the covenants

and agreements therein contained to be kept and performed by Lessee, Lessor and Lessee agree as follows:

1. Lessor does by these presents lease to Lessee the railroad cars listed and described in Schedule A attached hereto and made a part hereof (the "Substituted Cars"). The Substituted Cars are hereby made subject to the Lease and shall be included in the term "Cars" as used therein.

2. The term of the Lease is hereby terminated as to the 30 railroad cars listed in Category XXIV of the Lease and described as having GCX identifying marks number 413055 through 413068 and 413070 through 413085 (the "Replaced Cars").

3. Exhibit A to the Lease is hereby amended by adding thereto the description set forth in Schedule A hereto of the Substituted Cars and by deleting therefrom the description of the Replaced Cars.

4. Lessee acknowledges delivery of the Substituted Cars to it as Lessee and its acceptance and possession hereunder. Lessee has examined and is familiar with Lessor's title to the Substituted Cars and has found the same to be satisfactory for all purposes hereunder. Lessor makes no warranty or representation whatsoever, express or implied, in respect of the Substituted Cars, either as to their fitness for use, design or condition, as to quality of the material or workmanship therein, or as to Lessor's

title thereto or otherwise, it being agreed that all such risks are to be borne by Lessee. Lessor hereby irrevocably appoints and constitutes Lessee its agent and attorney-in-fact for and in its name and behalf and for the account of Lessee to make and enforce, from time to time, at Lessee's sole cost and expense, whatever claim or claims Lessor may have against the seller or the manufacturer of the Substituted Cars under any warranty, express or implied, in respect thereof.

5. Except as amended hereby, the Lease is in all respects ratified and confirmed.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers thereunto duly authorized, as of the date first above set forth.

ALLTANK EQUIPMENT CORP.

Attest:

By \_\_\_\_\_  
Vice President

\_\_\_\_\_  
Assistant Secretary

ALLIED CHEMICAL CORPORATION

Attest:

By \_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the            day of            , 1973, before me personally came            , to me known, who being by me duly sworn, did depose and say that he resides at            ; that he is a Vice President of ALLTANK EQUIPMENT CORP., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the directors of said corporation; and that he signed his name thereto by like order.

\_\_\_\_\_  
Notary Public

STATE OF NEW JERSEY )  
 ) ss.:  
COUNTY OF MORRIS )

On the            day of            , 1973, before me personally came DANIEL B. LOVEJOY, to me known, who being by me duly sworn, did depose and say that he resides at 29 Kings Hill Court, Summit, New Jersey; that he is a Vice President of ALLIED CHEMICAL CORPORATION, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the directors of said corporation; and that he signed his name thereto by like order.

\_\_\_\_\_  
Notary Public

### Description of Substituted Cars

<u>Category</u>	<u>Number of Cars</u>	<u>GCX Identifying Marks</u>	<u>D.O.T. Specification</u>	<u>Capacity</u>	<u>Type of Service</u>	<u>Date of Acquisition</u>
II	22	416048	416069	111A 100 W1	16,000 gal.	Caustic Soda February 1973